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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE ALICE KLEBERG REYNOLDS MEYER FOUNDATION FROST NATIONAL BANK TR		A Employer identification number 74-2847652	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 2127		B Telephone number (see instructions) (514) 473-4804	
City or town, state, and ZIP code AUSTIN, TX 78768		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 25,702,773	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	220,478	220,478		
	4 Dividends and interest from securities.	512,981	512,981		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-260,136			
	b Gross sales price for all assets on line 6a _____ 2,827,235				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,501	5,501		
	12 Total. Add lines 1 through 11	478,824	738,960		
	13 Compensation of officers, directors, trustees, etc	63,880	63,880		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	20,082	20,082		
	b Accounting fees (attach schedule)	4,800	4,800		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,396	4,192		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	915	915		
	24 Total operating and administrative expenses. Add lines 13 through 23	104,073	93,869		0
	25 Contributions, gifts, grants paid	1,260,000			1,260,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,364,073	93,869		1,260,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-885,249			
	b Net investment income (if negative, enter -0-)		645,091		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	917,099	565,460	565,460
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,008,433	☒ 456,548	458,180
	b	Investments—corporate stock (attach schedule)	14,437,868	☒ 14,084,311	18,368,809
	c	Investments—corporate bonds (attach schedule).	6,258,996	☒ 6,630,827	6,310,324
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	22,622,396	21,737,146	25,702,773	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	22,622,396	21,737,146	
	30	Total net assets or fund balances (see page 17 of the instructions)	22,622,396	21,737,146	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	22,622,396	21,737,146	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 22,622,396
2	Enter amount from Part I, line 27a	2 -885,249
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 21,737,147
5	Decreases not included in line 2 (itemize) ▶ _____ ☒	5 1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 21,737,146

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-260,136
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-107,806

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,172,500	25,360,173	0 046234
2010	1,073,500	23,857,687	0 044996
2009	1,242,049	21,556,561	0 057618
2008	1,335,055	25,065,286	0 053263
2007	1,160,132	27,505,577	0 042178

2	Total of line 1, column (d).	2	0 244289
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048858
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	24,505,522
5	Multiply line 4 by line 3.	5	1,197,291
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,451
7	Add lines 5 and 6.	7	1,203,742
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,260,000

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	6,451	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2.		3	6,451	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	6,451	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,720		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c			
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	11,720	
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	5,269	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	5,269	Refunded ☒	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW.AKRFOUNDATION.ORG				
14	The books are in care of ▶FROST NATIIONAL BANKTelephone no ▶(512) 473-4804 Located at ▶401 CONGRESS AVENUE AUSTIN TXZIP +4 ▶78701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FROST NATIONAL BANK	TRUSTEE	63,880	0	0
401 CONGRESS AVE	4 00			
AUSTIN, TX 78701				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1		
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Form **990-PF** (2012)

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	23,922,038
b	Average of monthly cash balances.	1b	956,665
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	24,878,703
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	24,878,703
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	373,181
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,505,522
6	Minimum investment return. Enter 5% of line 5.	6	1,225,276

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,225,276
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	6,451
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,451
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,218,825
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,218,825
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,218,825

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,260,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,260,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	6,451
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,253,549
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,218,825
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,249,594	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,260,000				
a Applied to 2011, but not more than line 2a			1,249,594	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				10,406
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				1,208,419
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

FROST NATIONAL BK
C/O S MCGILLICUDDY
401 CONGRESS AVE
AUSTIN, TX 78701
(512) 473-4804

b

The form in which applications should be submitted and information and materials they should include

1) THE REQUEST FOR THE GRANT SHOULD BE RECEIVED ON THE ORGANIZATIONS LETTERHEAD AND SIGNED BY A MEMBER OF THEIR BOARD OF DIRECTORS OR AN OFFICER OF THE ORGANIZATION 2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION: A) SPECIFIC INFORMATION RELATED TO THE DESIRED USE OF THE GRANT B) A COPY OF THE ORGANIZATIONS CHARTER AND BY-LAWS C) A COPY OF THE ORGANIZATIONS EXEMPTION LETTER FROM INTERNAL REVENUE SERVICE, INCLUDING THE MOST RECENT FINANCIAL STATEMENT

c

Any submission deadlines

NONE

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

GRANTS ARE RESTRICTED TO ORGANIZATIONS WHOSE CHARITABLE PURPOSES SHALL BE LIMITED TO AND SHALL INCLUDE ONLY MEDICAL, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES AND THE ARTS, WITHIN THE MEANING OF THOSE TERMS AS HAVE BEEN DETERMINED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, BUT ONLY SUCH PURPOSES AS ALSO CONSTITUTE PUBLIC CHARITABLE PURPOSES UNDER THE LAW OF TRUSTS OF THE STATE OF TEXAS. GRANTS ARE FURTHER RESTRICTED TO THOSE ABOVE MENTIONED ORGANIZATIONS THAT WILL USE THE DISTRIBUTION EXCLUSIVELY WITHIN SPECIFIED SOUTH TEXAS COUNTIES.

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,260,000
b Approved for future payment AUSTIN BRIDGE BUILDERS ALLIANCE 6836 AUSTIN CENTER BLVD STE 130 AUSTIN, TX 78731	N/A	PUBLIC	GENERAL OPERATIONS	6,500
AUSTIN YMBL SUNSHINE CAMP P O BOX 684980 AUSTIN, TX 787684980	N/A	PUBLIC	SUNRISE PROGRAM SERIES	30,000
Total			3b	36,500

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2012)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

**Paid
Preparer
Use Only**

Sign Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-02-28	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	DAVID ZURBRIGGEN	DAVID ZURBRIGGEN	2013-02-28		
	Firm's name ☐	FINDLING MILAM & PYLE 3011 NACOGDOCHES ROAD BUILDING 2		Firm's EIN ☐	
	Firm's address ☐	SAN ANTONIO, TX 78217		Phone no (210) 824-3224	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
4,766 SH TEREX CORP	P	2009-12-22	2012-01-20
1,903 SH PACCAR INC	P	2009-09-11	2012-07-25
5,000 SH HEWLETT PACKARD CO	P	2011-12-02	2012-11-26
1,161 SH TEREX CORP	P	2010-11-04	2012-01-20
1,504 SH PACCAR INC	P	2009-12-22	2012-07-25
1,715 SH ELI LILLY & CO	P	2007-06-04	2012-02-08
8,000 SH STAPLES INC	P	2011-09-28	2012-07-25
1,035 SH ELI LILLY & CO	P	2007-06-13	2012-02-08
0 3304 SH DUKE ENERGY HOLDING CORP	P	2007-06-04	2012-08-03
243 SH ELI LILLY & CO	P	2009-09-01	2012-02-08
500,000 PV FEDERAL NATL MTG ASSN	P	2003-07-30	2012-08-01
1,146 SH ELI LILLY & CO	P	2009-12-22	2012-02-08
13,004 484 SH ARTIO US SMALL CAP FUN	P	2010-07-09	2012-09-05
156 SH INTUITIVE SURGICAL INC	P	2006-11-20	2012-02-08
1,000 SH PIONEER NATURAL RESOURCES C	P	2012-02-08	2012-09-19
2,000 SH ISHARES DJ SELECT DIVIDEND	P	2007-09-05	2012-02-08
1,166 SH SUNCOR ENERGY INC	P	2006-10-17	2012-09-19
250,000 PV FEDERAL HOME LN BKS 75%	P	2011-12-02	2012-05-18
1,334 SH SUNCOR ENERGY INC	P	2007-06-13	2012-09-19
2,000 SH IVY GLOBAL NATERAL RESOURCE	P	2006-05-18	2012-06-08
770 SH SUNCOR ENERGY INC	P	2009-09-01	2012-09-19
2,000 SH IVY GLOBAL NATURAL RESOURCE	P	2006-07-20	2012-06-08
5,518 764 SH THORNBURG INTL VALUE FU	P	2004-05-07	2012-09-19
2,000 SH IVY GLOBAL NATURAL RESOURCE	P	2006-10-17	2012-06-08
2,145 SH TIDEWATER INC	P	2009-12-22	2012-09-19
4,000 SH IVY GLOBAL NATURAL RESOURCE	P	2007-09-06	2012-06-08
799 SH TIDEWATER INC	P	2010-11-04	2012-09-19
3,493 59 SH IVY GLOBAL NATURAL RESOU	P	2009-12-23	2012-06-08
200,000 PV BANK AMER CORP 4 875%	P	2011-08-10	2012-09-15
250,000 PV AT&T INC 4 95% 01/15/13	P	2011-07-26	2012-06-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
0 999 SH KRAFT FOODS GROUP INC	P	2011-09-09	2012-10-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
88,585		102,581	-13,996
71,977		72,999	-1,022
61,638		142,200	-80,562
21,534		28,746	-7,212
56,886		55,286	1,600
68,119		101,226	-33,107
96,798		111,839	-15,041
41,110		58,848	-17,738
22		19	3
9,652		8,128	1,524
500,000		502,260	-2,260
45,518		41,450	4,068
128,874		119,121	9,753
76,017		15,653	60,364
107,268		110,987	-3,719
109,758		138,200	-28,442
39,363		43,219	-3,856
250,000		249,625	375
45,035		58,035	-13,000
30,935		61,400	-30,465
25,995		23,716	2,279
30,935		59,960	-29,025
150,828		96,854	53,974
30,935		61,460	-30,525
103,856		99,898	3,958
61,871		150,400	-88,529
38,686		39,086	-400
54,038		66,378	-12,340
200,000		202,748	-2,748
256,154		265,013	-8,859

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
47		36	11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-13,996
			-1,022
			-80,562
			-7,212
			1,600
			-33,107
			-15,041
			-17,738
			3
			1,524
			-2,260
			4,068
			9,753
			60,364
			-3,719
			-28,442
			-3,856
			375
			-13,000
			-30,465
			2,279
			-29,025
			53,974
			-30,525
			3,958
			-88,529
			-400
			-12,340
			-2,748
			-8,859

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALLISON ORR DANCE INC DBA FORKLIFT DANCEWORKS P O BOX 1304 AUSTIN,TX 78767	N/A	PUBLIC	JOURNEYMEN PROGRAM	5,000
ALZHEIMER'S ASSOCIATION CAPITAL OF TEXAS CHAPTER 3429 EXECUTIVE CENTER DR STE 100 HUBBARD BUILDING AUSTIN,TX 787311626	N/A	PUBLIC	EDUCATOR-CARE CONSULTANT	21,000
ASSISTHERS INC P O BOX 541095 HOUSTON,TX 77254	N/A	PUBLIC	FOOD ASSISTANCE PROGRAM	7,000
AURORA PICTURE SHOW 2442 BARNETT STREET HOUSTON,TX 77098	N/A	PUBLIC	CULTURAL BINOCULARS SERIES	2,500
AUSTIN BRIDGE BUILDERS ALLIANCE 6836 AUSTIN CENTER BLVD STE 190 AUSTIN,TX 78731	N/A	PUBLIC	GENERAL OPERATIONS	6,500
AUSTIN CLUBHOUSE P O BOX 300568 AUSTIN,TX 78703	N/A	PUBLIC	EMPLOYMENT PROGRAMS	2,000
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE STE 300 AUSTIN,TX 78751	N/A	PUBLIC	GARDNER-BETTS ART SHOW	5,500
AUSTIN EXPLORE INC 2121 E CESAR CHAVEZ ST AUSTIN,TX 78702	N/A	PUBLIC	LEADERSHIP, MENTORING/ADVENTURE PROG	12,500
AUSTIN FIL SOCIETY 1901 E 51ST ST AUSTIN,TX 78723	N/A	PUBLIC	GENERAL OPERATIONS	2,000
AUSTIN FILM FESTIVAL INC 1801 SALINA STREET AUSTIN,TX 78702	N/A	PUBLIC	GENEERAL OPERATIONS STORY TV PROGRAM	35,000
AUSTIN HABITAT FOR HUMANITY 310 COMAL ST STE 100 AUSTIN,TX 78702	N/A	PUBLIC	2012 OPERATING SUPPORT	2,500
AUSTIN MUSEUM OF ART 3809 W 35TH ST AUSTIN,TX 78703	N/A	PUBLIC	2012 TEXAS PRIZE	20,000
AUSTIN PUBLIC LIBRARY FOUNDATION P O BOX 13201 AUSTIN,TX 78711	N/A	PUBLIC	GENERAL OPERATING SUPPORT	2,500
AUSTIN THEATRE ALLIANCE PARAMOUNT & STATE THEATRES P O BOX 1566 AUSTIN,TX 78767	N/A	PUBLIC	GENERAL OPERTIONS	20,000
AUSTIN YMBL SUNSHINE CAMP P O BOX 684980 AUSTIN,TX 787684980	N/A	PUBLIC	SUNRISE PROGRAM SERIES	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BACK ON MY FEET 100 S BROAD ST STE 1400 PHILADELPHIA,PA 19110	N/A	PUBLIC	GENERAL OPERATIONS	5,000
BALLET AUSTIN 501 W 3RD ST AUSTIN,TX 78701	N/A	PUBLIC	STAY AWAKE PRESENTATION	5,000
BE AN ARTIST INC 510 SOUTH CONGRESS STE 108 AUSTIN,TX 78704	N/A	PUBLIC	GENERAL OPERATIONS	2,500
BEYOND BATTEN DISEASE FOUNDATION P O BOX 200998 AUSTIN,TX 78720	N/A	PUBLIC	GENERAL OPERATIONS	5,000
BIG BROTHERS BIG SISTERS 1400 TILLERY STREET AUSTIN,TX 78721	N/A	PUBLIC	MENTORING PROGRAMS	2,750
BIG BROTHERS BIG SISTERS OF SOUTH TEXAS INC 202 BALTIMORE AVE SAN ANTONIO,TX 78215	N/A	PUBLIC	COASTAL BEND MENTORING PROGRAMS	1,000
BLUE LAPIS LIGHT P O BOX 1821 AUSTIN,TX 78767	N/A	PUBLIC	YOUTH TAKING FLIGHT	2,500
BOYS & GIRLS CLUB OF ALICE P O BOX 689 ALICE,TX 78333	N/A	PUBLIC	EL SONIDO DE MUSICA	6,000
BUGLE BOY FOUNDATION 1051 N JEFFERSON LA GRANGE,TX 78945	N/A	PUBLIC	FEMALE ARTIST PROGRAM	2,500
CAMPUS CRUSADE FOR CHRIST PRIORITY ASSOCIATES 6836 AUSTIN CENTER BLVD 190 AUSTIN,TX 78731	N/A	PUBLIC	GENERAL OPERATING SUPPORT - AUSTIN	10,000
CANDLELIGHT RANCH P O BOX 26367 AUSTIN,TX 78755	N/A	PUBLIC	GENERAL OPERATIONS	5,000
CAPITAL IDEA 835 N PLEASANT VALLEY RD AUSTIN,TX 78702	N/A	PUBLIC	SINGE MOTHERS EDUCATION PROGRAM	2,500
CAPITAL AREA COUNCIL BOY SCOUTS OF AMERICA 12500 N IH 35 AUSTIN,TX 78753	N/A	PUBLIC	AFTER-SCHOOL ENRICHMENT PROGRAMS	1,000
CAPITAL OF TEXAS VIETNAM VETERANS MONUMENT INC 111 CONGRESS AVE STE 500 AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATIONS/MONUMENT	5,000
CASA MARIANELLA 821 GUNTER STREET AUSTIN,TX 78702	N/A	PUBLIC	IMMIGRATION LEGAL SERVICES	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA OF KLEBERG COUNTY 635 E KING STE 110 KINGSVILLE,TX 78363	N/A	PUBLIC	GENERAL OPERATIONS	5,000
CENTER FOR CHILD PROTECTION 8509 FM 969 BLDG 2 AUSTIN,TX 78724	N/A	PUBLIC	GENERAL OPERATIONS	4,500
CENTER FOR CHILD PROTECTION 8509 FM 969 BLDG 2 AUSTIN,TX 78724	N/A	PUBLIC	GENERAL OPERATIONS	5,000
CENTER FOR WOMEN & THEIR WORK 1710 LAVACA AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATIONS	3,500
CENTRO CULTURAL AZTIAN 1800 FREDERICKSBURG RD 103 SAN ANTONIO,TX 78201	N/A	PUBLIC	LAS MUJERES DO ACTLAN	30,000
EMILYANN THEATRE & GARDENS P O BOX 801 WIMBERLEY,TX 78676	N/A	PUBLIC	PLAYWRIGHTS PROGRAM	1,000
ESPERANZA PEACE & JUSTICE CENTER 922 SAN PEDRO AVENUE SAN ANTONIO,TX 78212	N/A	PUBLIC	TRAINING/EDUCATION PROJECT	20,000
ESPERANZA PEACE & JUSTICE CENTER 922 SAN PEDRO AVENUE SAN ANTONIO,TX 78212	N/A	PUBLIC	WOMEN'S CLAY COOPERATIVE	16,000
FOREVER FOUNDATION FOR TEXAS TEXAS WILDLIFE ASSOCIATION FOUNDATION 2800 NE LOOP 410 STE 105 SAN ANTONIO,TX 78218	N/A	PUBLIC	GENERAL OPERATIONS/EDUCATION PROGRAM	5,000
FOUNDATION FOR WOMEN'S RESOURCES 25 HIGHLAND PARK VILLAGE 100-371 DALLAS,TX 75205	N/A	PUBLIC	30TH ANNIVERSARY BOOK PROJECT	10,000
FUERZA UNIDA 710 NEW LAREDO HWY SAN ANTONIO,TX 78211	N/A	PUBLIC	GENERAL OPERATIONS	30,000
FUSE BOX AUSTIN 2023 E CESAR CHAVEZ AUSTIN,TX 78702	N/A	PUBLIC	LAGARTIJAS TIRADAS DEL SOL	2,500
GAZELLE FOUNDATION P O BOX 1487 AUSTIN,TX 787671487	N/A	PUBLIC	AUSTIN OPERATIONS	30,000
GEMINI INC 513 S PRESA SAN ANTONIO,TX 78205	N/A	PUBLIC	MOTHER TONGUE PROGRAMS	5,000
GENAUSTIN P O BOX 3122 AUSTIN,TX 78704	N/A	PUBLIC	PROGRAMS FOR ADOLESCENT GIRLS	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRL SCOUTS OF GREATER SOUTH TEXAS 711 N CARANCAHUA STE 146 CORPUS CHRISTI,TX 78401	N/A	PUBLIC	OUTREACH PROGRAM TO GIRLS	30,000
GIRL SCOUTS OF SAN JACINTO COUNCIL 3110 SOUTHWEST FREEWAY HOUSTON,TX 77098	N/A	PUBLIC	COMMUNITY OUTREACH WHARTON CO	5,000
GIRL SCOUTS OF SOUTHWEST TEXAS 811 N COKER LOOP SAN ANTONIO,TX 78216	N/A	PUBLIC	STEM OPPORTUNITIES FOR GIRLS	2,500
GREATER AUSTIN PERFORMING ARTS CENTER P O BOX 301449 AUSTIN,TX 78703	N/A	PUBLIC	ARMED FORCES PROGRAM	15,000
GREENLIGHTS FOR NONPROFIT SUCCESS 7703 N LAMAR BLVD STE 40 AUSTIN,TX 78752	N/A	PUBLIC	ADVANCEMENT INITIATIVE	5,000
HEALING HARTWORK 2722 GREEN RANGE SAN ANTONIO,TX 78231	N/A	PUBLIC	BREAST CANCER SCREENING LOW INC WOMN	5,000
HEALTH ALLIANCE FOR AUSTIN MUSICIANS P O BOX 301496 AUSTIN,TX 78703	N/A	PUBLIC	GENERAL OPERATING SUPPORT	5,000
HILL COUNTRY CONSERVANCY P O BOX 163125 AUSTIN,TX 78716	N/A	PUBLIC	GENERAL OPERATING SUPPORT	2,500
HISPANAS UNIDAS 2507 NW 36TH STREET SAN ANTONIO,TX 78228	N/A	PUBLIC	ESCUELITAS LEADERSHIP & MENTORING PR	25,000
HISPANAS UNIDAS 2507 NW 36TH STREET SAN ANTONIO,TX 78228	N/A	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DRIVE HOUSTON,TX 770193902	N/A	PUBLIC	CHILDREN'S COURT SERVICES	10,000
INDIGENOUS WOMEN'S NETWORK 13621 FM 2769 AUSTIN,TX 78726	N/A	PUBLIC	INDIGENOUS YOUTH/WOMEN'S PROGRAMS	20,000
JANE'S DUE PROCESS INC P O BOX 685137 AUSTIN,TX 787685137	N/A	PUBLIC	PREGNANT MONORS PROGRAMS	10,000
JDRF 3420 EXECUTIVE CENTER DR STE 108 AUSTIN,TX 78731	N/A	PUBLIC	TYPE 1 NOW CONFERANCE	5,000
JUMP-START PERFORMANCE CO 108 BLUE STAR SAN ANTONIO,TX 78204	N/A	PUBLIC	HEALING ARTS PROJECT AT SETON HOME	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUMP-START PERFORMANCE CO 108 BLUE STAR SAN ANTONIO, TX 78204	N/A	PUBLIC	JUMP-START GIRL PROJECT AT JAPHET	2,500
KING HIGH HISTORICAL FOUNDATION 700 N ST MARYS STE 1200 SAN ANTONIO, TX 78205	N/A	PUBLIC	SCHOOL REHABILITATION PROJECT	10,000
KLRU P O BOX 7158 AUSTIN, TX 78713	N/A	PUBLIC	AUSTIN PBS	10,000
LA PENA 227 CONGRESS AUSTIN, TX 78701	N/A	PUBLIC	LATINO ARTS AT LA PENA	18,000
LAND HERITAGE INSTITUTE 114 EAST CEVALLOS SAN ANTONIO, TX 78204	N/A	PUBLIC	ARTS/SCIENCE PROJECTS	15,000
LESBIAN HEALTH INITIATIVE OF HOUSTIN INC 401 BRANARD ST HOUSTON, TX 77006	N/A	PUBLIC	ACCESS PROGRAM	15,000
LIVE CONSORTIUM 1521 BRANARD HOUSTON, TX 77006	N/A	PUBLIC	HIV ANTI-STIGMA EDUCATION PROGRAMS	5,000
MARTINEZ STREET WOMEN'S CENTER 1510 S HACKBERRY SAN ANTONIO, TX 78210	N/A	PUBLIC	GIRL ZONE PROGRAMS	16,000
MONTROSE COUNSELING CENTER INC 401 BRANARD ST 2ND FLOOR HOUSTON, TX 77006	N/A	PUBLIC	LESBIAN VIOLENCE SURVIVOR/AGING SERV	5,000
NATIONAL CENTER FOR MISSING AND EXPLOITED CHILDREN 8668 SPICEWOOD SPRINGS RD STE 200 AUSTIN, TX 787598668	N/A	PUBLIC	EDUCATION/TRAINING PROGRAMS	5,500
NATIVE PLANT SOCIETY OF TEXAS SAN ANTONIO CHAPTER 326 E DEWEY PLACE SAN ANTONIO, TX 78212	N/A	PUBLIC	NATIVE LANDSCAPE CERTIFICATION PROGR	2,000
OFICINA LEGAL DEL PUEBLO UNIDO INC - DBA TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DR AUSTIN, TX 78741	N/A	PUBLIC	SAFE SCHOOLS PROGRAM	15,000
PEOPLE'S COMMUNITY CLINIC 2909 N IH 35 AUSTIN, TX 787222304	N/A	PUBLIC	GENERAL OPERATING SUPPORT	10,000
PET PATROL A PEOPLE PET PARTNERSHIP 1809 W 14 1/2 STREET HOUSTON, TX 77008	N/A	PUBLIC	GENERAL OPERATIONS	12,000
PLANNED PARENTHOOD ASSOCIATION OF HIDALGO COUNTY TEXAS INC 916 EAST HACKBERRY ST MCALLEN, TX 78501	N/A	PUBLIC	REPRODUCTIVE HEALTH ACCESS PROJECT	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PLANNED PARENTHOOD OF THE TEXAS CAPITAL REGION 201 E BEN WHITE BLVD BLDG B AUSTIN,TX 787047301	N/A	PUBLIC	CORE PROGRAMS AND SERVICES	25,000
PLANNED PARENTHOOD TRUST OF SOUTH TEXAS 104 BABCOCK RD SAN ANTONIO,TX 78201	N/A	PUBLIC	ABORTION CARE	11,000
PLANNED PARENTHOOD TRUST OF SOUTH TEXAS 104 BABCOCK RD SAN ANTONIO,TX 78201	N/A	PUBLIC	FAMILY PLANNING/WOMEN'S HEALTH CARE	25,000
PROJECT WALK - AUSTIN 1905-B KRAMER LANE STE 850 AUSTIN,TX 78758	N/A	PUBLIC	GENERAL OPERATIONS	2,000
PROTON THERAPY EDUCATION AND RESEARCH FOUNDATION 1840 OLD SPANISH TRAIL HOUSTON,TX 77054	N/A	PUBLIC	EDUCATION AND RESEARCH	20,000
ROTHKO CHAPEL 1409 SUL ROSS HOUSTON,TX 77006	N/A	PUBLIC	INTEGRATING ARTS, CULTURE AND SOCIAL	5,000
SAHELI P O BOX 16254 AUSTIN,TX 78761	N/A	PUBLIC	ECONOMIC EMPOWERMENT PROGRAM	5,000
SAN ANTONIO CHILDREN'S MUSEUM 305 E HOUSTON ST SAN ANTONIO,TX 78205	N/A	PUBLIC	ENHANCED PROGRAM SUPPORT	1,000
SAN ANTONIO MUSEUM OF ART 200 WEST JONES AVE SAN ANTONIO,TX 78215	N/A	PUBLIC	SYLVIE BLOCHER/LIVING PICTURES PROG	10,000
SETON HEALTHCARE FAMILY CHILDREN'S MEDICAL CENTER FOUND OF CENTRAL TX 4900 MUELLER BLVD AUSTIN,TX 78723	N/A	PUBLIC	BUILDING FOR THE FUTURE	10,000
SOUTH TEXANS' PROPERTY RIGHTS ASSOCIATION P O BOX 397 FALFURRIAS,TX 78355	N/A	PUBLIC	CHAGAS DISEASE AWARENESS/PREVENTION	2,000
ST EDWARD'S UNIVERSITY 3001 S CONGRESS AVE AUSTIN,TX 78704	N/A	PUBLIC	WOMEN'S WELLNESS OUTREACH PROGRAM	10,000
ST JAMES' EPISCOPAL SCHOOL OF AUSTIN 1941 WEBBERVILLE RD AUSTIN,TX 78723	N/A	PUBLIC	EARLY CHILDHOOD EDUCATION	5,000
ST MICHAEL'S CATHOLIC ACADEMY 3000 BARTON CREEK BLVD AUSTIN,TX 78735	N/A	PUBLIC	GENERAL OPERATING SUPPORT	1,000
SUSTAINABLE FOOD CENTER 1106 CLAYTON LANE STE 480W AUSTIN,TX 78723	N/A	PUBLIC	GENERAL OPERATIONS	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEAMABILITY INC P O BOX 5302 SAN ANTONIO,TX 78201	N/A	PUBLIC	BUILDING COMMUNITY	5,000
TEXANS TOGETHER EDUCATION FUND 4001 NORTH SHEPHERD DR STE 205 HOUSTON,TX 77018	N/A	PUBLIC	EMPOWER HOUSTON WOMEN LEADERS PROJEC	10,000
TEXAS A&M HSC FOUNDATION - IRMA LERMA RANGEL COLLEGE OF PHARMACY MSC 131 1010 WEST AVE B KINGSVILLE,TX 78363	N/A	PUBLIC	COLLEGE OF PHARMACY LEADS PROGRAM	7,500
TEXAS A&M UNIVERSITY - KINGSVILLE FOUNDATION INC P O BOX 2202 KINGSVILLE,TX 78363	N/A	PUBLIC	QUAIL RESEARCH	1,000
TEXAS ADVOCACY PROJECT INC P O BOX 833 AUSTIN,TX 78701	N/A	PUBLIC	ACCESS TO ATTORNEYS PROGRAM	5,000
TEXAS ASSOCIATION OF COMMUNITY ACTION AGENCIES INC 2512 IH 35 SOUTH STE 100 AUSTIN,TX 78704	N/A	PUBLIC	HUNTERS FOR THE HUNGRY	5,000
TEXAS FREEDOM NETWORK EDUCATION FUND P O BOX 1624 AUSTIN,TX 78767	N/A	PUBLIC	ACCESS TO BIRTH CONTROL PROGRAMS	10,000
TEXAS HEARING AND SERVICE DOGS 4803 RUTHERGLEN AUSTIN,TX 78749	N/A	PUBLIC	TWO HEARING DOGS	2,500
THE ANN RICHARDS SCHOOL FOUNDATION P O BOX 684746 AUSTIN,TX 78768	N/A	PUBLIC	ANN RICHARDS SCHOOL ENDOWMENT	75,500
THE BRIDGE OVER TROUBLED WATERS INC 3811 ALLEN-GENOA ROAD PASADENA,TX 77504	N/A	PUBLIC	GENERAL OPERATIONS	5,000
THE DOTE FOUNDATION 121 W WOODLAWN SAN ANTONIO,TX 78212	N/A	PUBLIC	WOMEN'S PROGRAMS	12,500
THE MINISTRY OF CHALLENGE 1500 EAST 12TH ST AUSTIN,TX 78702	N/A	PUBLIC	CHAPEL FLOOR/KITCHEN REPAIRS	18,000
THE ROSE 12700 N FEATHERWOOD DR STE 260 HOUSTON,TX 77034	N/A	PUBLIC	EMPOWER HER PROGRAM	5,000
THE TEXAS DEMOCRACY FOUNDATION DBA THE TEXAS OBSERVER 307 W 7TH ST AUSTIN,TX 78701	N/A	PUBLIC	THE MOLLY NATIONAL JOURNALISM AWARD	2,500
THE TEXAS TRIBUNE 823 CONGRESS AVE STE 210 AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATING SUPPORT	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE UNIVERSITY OF TEXAS AT AUSTIN P O BOX 7458 AUSTIN,TX 78713	N/A	PUBLIC	INSPIRE LEADERSHIP PROGRAM	10,000
THE UNIVERSITY OF TEXAS AT AUSTIN P O BOX 7458 AUSTIN,TX 78713	N/A	PUBLIC	FRANCES FARENTHOLD PAPERS PROJECT	2,000
THE UNIVERSITY OF TEXAS AT AUSTIN P O BOX 7458 AUSTIN,TX 78713	N/A	PUBLIC	BLANTON EXHIBIT	5,000
THEATRE ACTION PROJECT 701 TILLERY ST BOX 9 AUSTIN,TX 78702	N/A	PUBLIC	FEMALE ARTIST PROGRAM	2,000
THERAPY PET PALS OF TEXAS INC 3930 BEE CAVE RD STE C AUSTIN,TX 78746	N/A	PUBLIC	TEAM TRAINING	1,000
TOWN LAKE TRAIL FOUNDATION DBA THE TRAIL FOUNDATION P O BOX 5195 AUSTIN,TX 78763	N/A	PUBLIC	CAMPAIGN FOR THE TOWNLAKE TRAIL	10,000
TRAVIS CTNY DOMESTIC VIOLENCE - DBA SAFE PLACE 1515 A GROVE BLVD AUSTIN,TX 78741	N/A	PUBLIC	KELLY WHITE FAMILY SHELTER	20,000
TRIPLE ME MAC EQUINE SANCTUARY P O BOX 66 BULVERDE,TX 78163	N/A	PUBLIC	HAY GRANT	2,000
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO,TX 78249	N/A	PUBLIC	BRIDGING CULTURES PROGRAMS	2,500
UNIV OF TX FOUNDATION P O BOX 250 AUSTIN,TX 78767	N/A	PUBLIC	LYMPHEDEMA ASSESSMENT PROGRAM	10,000
URBAN HARVEST INC 2311 CANAL ST STE 200 HOUSTON,TX 77003	N/A	PUBLIC	YOUTH GARDENING EDUCATION	7,250
USICOMOS 401 F STREET NW STE 331 WASHINGTON,DC 20001	N/A	PUBLIC	GENERAL OPERATIONS	5,000
USEFUL WILD PLANTS OF TEXAS 2612 SWEENEY LANE AUSTIN,TX 78723	N/A	PUBLIC	UWP VA COMPLETION	20,000
VISITATION HOSPITALITY HOUSE OF SAN ANTONIO 945 WHUISACHE SAN ANTONIO,TX 78201	N/A	PUBLIC	WOMEN'S EDUCATION PROGRAMS	5,000
WALLER CREEK CONSERVANCY P O BOX 12363 AUSTIN,TX 78711	N/A	PUBLIC	PHASE ONE DESIGN COMPETITION	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST AUSTIN CAREGIVERS 2601 EXPOSITION BLVD AUSTIN,TX 78703	N/A	PUBLIC	VOLUNTEERS SERVICES	5,000
WINTERGARDEN WOMEN'S SHELTER INC 201 N 5TH ST CARRIZO SPRINGS,TX 78834	N/A	PUBLIC	GENERAL OPERATIONS	5,000
WOMEN'S SHELTER OF SOUTH TEXAS P O BOX 3368 CORPUS CHRISTI,TX 78463	N/A	PUBLIC	PRIMARY PREVENTION OF DOMESTIC/SEXUA	5,000
WONDERS & WORRIES INC 9101 BURNET ROAD STE 107 AUSTIN,TX 78758	N/A	PUBLIC	OPERATING SUPPORT	92,500
WORKERS DEFENSE PROJECT 5406 MANOR ROAD AUSTIN,TX 78723	N/A	PUBLIC	WORKPLACE JUSTICE PROGRAM	10,000
YMCA OF AUSTIN 1402 E CESAR CHAVEZ AUSTIN,TX 78702	N/A	PUBLIC	SUMMER READING PROGRAM	1,000
Total  3a				1,260,000

TY 2012 Accounting Fees Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,800	4,800		

TY 2012 Compensation Explanation

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Person Name	Explanation
FROST NATIONAL BANK	

TY 2012 Investments Corporate
Bonds Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Name of Bond	End of Year Book Value	End of Year Fair Market Value
250,000 AMGEN INC 2.3% DUE 06/15/16	249,678	259,913
250,000 PV ASSOC CORP 6.95% 11/01/18	301,570	30,150
250,000 PV AT&T INC 4.95%		
200,000 PV BANK OF AMERICA CORP		
4.875% DUE 09/15/12		
250,000 PV BANK OF AMER CORP		
FLOATING RATE DUE 10/14/16	238,657	240,950
250,000 PV BERKSHIRE HATHAWAY 4.625%	269,375	257,895
250,000 PV CISCO SYSTEMS INC 5.5%	287,140	285,763
250,000 PV DU PONT E I DE NEMOURS		
4.75% DUE 03/15/15	275,930	272,058
250,000 PV GENERAL ELECTRIC CAPITAL	253,845	270,730
250,000 PV HEWLETT PACKARD CO 4.75%	274,720	260,600
250,000 PV IBM CORP 5.7%	294,687	301,915
250,000 PV JP MORGAN CHASE & CO 3.7%		
DUE 01/20/15	263,375	263,220
250,000 PV LOWES COMPANIES INC 5%	283,585	279,275
250,000 PV MERRILL LYNCH & CO 6.875%	299,365	301,363
250,000 PV OCCIDENTAL PETROLEUM CORP		
1.75% DUE 02/15/17	250,929	256,360
250,000 PV ORACLE CORP 5.25%	289,260	282,903
250,000 PV TARGET CORP 5.375%	293,155	294,280
250,000 PV WAL MART STORES INC		
1.625% DUE 04/15/14	255,180	254,140
250,000 PV WELLS FARGO & CO 4.95%		
DUE 10/16/13	253,347	258,465
250,000 PV WYETH 5.5% DUE 02/15/16	292,510	285,545
11,136.004 SH FEDERATED GNMA TR UST	126,612	127,396
6,717.485 SH FROST LOW DURATION		
BOND FUND I	70,265	71,071

Name of Bond	End of Year Book Value	End of Year Fair Market Value
109,170.306 TEMPLETON GLOBAL BOND FD	1,507,642	1,456,332

TY 2012 Investments Corporate
Stock Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,200 SH ADOBE SYSTEMS INC	107,410	120,576
1,200 SH ALLERGAN INC	106,908	110,076
3,633 SH AMERICAN EXPRESS CO	216,506	208,825
4,000 SH AMERICAN WTR WKS CO INC	118,929	148,520
2,619 SH AMGEN INC	144,763	225,758
1,700 SH ANADARKO PETROLEUM	123,588	126,327
639 SH APPLE INC	38,565	340,059
13,004.484 SH ARTIO US SMALL CAP FD		
6,591 SH AQUA AMERICA INC	120,278	167,543
4,782 SH AT & T INC	128,322	161,201
3,101 SH AUTOMATIC DATA PROCESSING	137,563	176,540
3,000 SH BAKER HUGHES INC	107,056	122,543
4,000 SH BB&T CORP	96,320	116,440
3,000 SH BCE INC	114,302	128,820
1,600 SH BHP BILLITON LTD	109,870	125,472
400 SH BLACKROCK INC	66,595	82,684
2,000 SH BORGWARNER INC	67,367	143,240
11,755.169 SH CAMBIAR SMALL CAP FUND	175,814	221,232
2,600 SH CARDINAL HEALTH INC	109,484	107,068
2,253 SH CATERPILLAR INC	145,768	201,888
1,937 SH CHEVRON CORP	104,050	209,467
330 SH CHIPOTLE MEXICAN GRILL INC	113,890	98,162
5,000 SH CINEMARK HOLDINGS INC	101,225	129,900
2,800 SH COACH INC	78,645	155,428
5,240 SH COCA COLA CO	121,626	189,950
2,801 SH COGNIZANT TECH SOLUTIONS		
CLASS A	71,026	206,944
1,784 SH COLGATE-PALMOLIVE CO	120,486	186,499
2,964 SH CONOCOPHILLIPS	123,903	171,882
2,400 SH COVIDIEN PLC	106,878	138,576

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,644 SH CVS CAREMARK CORP	151,945	224,537
4,643 SH DISNEY (WALT) CO HOLDING CO	106,061	231,175
4,436 SH DOW CHEMICAL CO	123,899	143,413
2,975 SH DU PONT E I DE NEMOURS & CO	105,440	133,811
2,895 SH DUKE CORP	160,812	184,701
1,400 SH EDWARDS LIFESCIENCES CORP	103,110	126,238
4,139 SH ELI LILLY & CO		
3,298 SH EMERSON ELEC CO	116,470	174,662
2,258 SH EXXON MOBIL CORP	135,600	195,430
9,702 SH GENERAL ELECTRIC CO	224,422	203,645
275 SH GOOGLE INC CL A	140,021	194,530
5,000 SH HEWLETT PACKARD CO		
4,395 SH HOME DEPOT INC	131,299	271,831
2,000 SH HONEYWELL INTERNATIONAL INC	96,560	126,940
1,400 SH HUMANA INC	104,320	96,082
13,000 SH HUNTINGTON BANCSHARES INC	74,932	83,070
8,683 SH INTEL CORP	191,774	179,043
700 SH INTL BUSINESS MACHINES CORP	125,549	134,085
400 SH INTUITIVE SURGICAL INC	40,736	196,148
6,086.428 SH INVESCO DEV MARKETS FUN	200,000	205,965
9,591 SH ISHARES BARCLAYS TIPS BOND	979,214	1,164,443
4,000 SH ISHARES COHEN & STEERS REAL	335,830	314,160
2,000 SH ISHARES DJ SELECT DIVIDEND		
INDEX FD	107,940	114,480
13,448.09 SH IVY GLOBAL NATURAL		
RESOURCES CLASS I		
2,500 SH JOHNSON & JOHNSON	140,734	175,250
3,670 SH JPMORGAN CHASE & CO	149,836	161,367
2,824 SH KELLOGG CO	146,191	157,720
5,478 SH KENNAMETAL INC	134,504	219,120

Name of Stock	End of Year Book Value	End of Year Fair Market Value
999 SH KRAFT FOODS INC CL A	36,407	45,425
4,600 SH KROGER CO	103,661	119,692
2,300 SH LINCOLN ELECTRIC HOLDINGS I	85,547	111,964
1,783 SH MCDONALD'S CORP	115,393	157,278
5,179 SH MICROSOFT CORP	146,476	138,330
3,000 SH MONDELEZ INTL INC	67,896	76,360
2,351 SH MONSANTO CO	126,693	222,522
1,989 SH MOSAIC COMPANY	120,223	112,637
2,563 SH NEXTERA ENERGY INC	138,815	177,334
2,832 SH NORFOLK SOUTHERN CORP	141,561	175,131
1,975 SH NORTHERN TRUST CORP	101,435	99,066
2,770 SH NOVARTIS AG ADR	155,088	175,341
4,795 SH ORACLE CORPORATION	60,753	159,769
3,407 SH PACCAR INC		
2,476 SH PEPSICO INC	118,066	169,433
4,016 SH PETROLEO BRASILEIRO SA		
PETRO ADR	71,259	78,192
3,000 SH PETSMART INC	78,501	205,020
8,568 SH PFIZER INC	195,731	214,879
1,482 SH PHILLIPS LL	39,069	78,694
2,455 SH PROCTER & GAMBLE CO	111,242	166,670
2,352 SH SCHLUMBERGER LIMITED	165,980	162,990
3,800 SH SEADRILL LTD	123,175	139,840
7,345 SH SPECTRA ENERGY CORP	143,579	201,106
8,000 SH STAPLES INC		
6,186 SH STARBUCKS CORP	155,687	331,755
6,607 SH STATOIL ASA	173,291	165,439
3,270 SH SUNCOR ENERGY INC		
5,937 SH TEREX CORP		
4,219 SH THE HERSHEY COMPANY	193,099	304,696

Name of Stock	End of Year Book Value	End of Year Fair Market Value
87,726.159 SH THORNBURG INTL VALUE		
FUND INSTL CL	2,099,114	2,464,228
2,944 SH TIDEWATER INC		
2,000 SH TIME WARNER CABLE INC	124,698	194,380
2,000 SH TOTAL S.A. SPONSORED ADR	106,520	104,020
3,000 SH TRAVELERS COMPANIES INC	136,334	215,460
8,079.409 SH T ROWE PRICE INTL DISC	315,081	372,461
5,035.618 SH VAN ECK GLOBAL HARD	205,000	226,049
4,519 SH VERIZON COMMUNICATIONS	135,326	195,537
1,772 SH VISA INC CL A	148,592	268,600
1,200 SH VMWARE INC	102,018	112,968
4,000 SH VODAFONE GROUP PLC	103,680	100,760
2,804 SH WAL MART STORES INC	134,985	191,317

TY 2012 Investments Government Obligations Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

US Government Securities - End of Year Book Value:	256,548
US Government Securities - End of Year Fair Market Value:	256,358
State & Local Government Securities - End of Year Book Value:	200,000
State & Local Government Securities - End of Year Fair Market Value:	201,822

TY 2012 Legal Fees Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	20,082	20,082		

TY 2012 Other Decreases Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Description	Amount
ROUNDING	1

TY 2012 Other Expenses Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
WEBSITE EXPENSE	155	155		
MISCELLANEOUS EXPENSE	760	760		

TY 2012 Other Income Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS FEE REBATES	264	264	
PROCEEDS OF LITIGATION	3,404	3,404	
MISCELLANEOUS DISTRIBUTIONS	1,769	1,769	
EXCISE TAX REFUND	64	64	

TY 2012 Taxes Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	4,192	4,192		
EXCISE TAX - 2012 ESTIMATE PAYME	10,204			